

Hearing Date: December 20, 2012, at 10:00 a.m. (ET)  
Objection Deadline: To be noticed at a later date

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*Special Litigation and Compliance Counsel  
for the Debtors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
Debtors,	)	Jointly Administered

**SUMMARY OF FIRST INTERIM APPLICATION OF BRADLEY ARANT BOULT  
CUMMINGS LLP AS SPECIAL LITIGATION AND COMPLIANCE COUNSEL FOR  
THE DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD MAY 14, 2012, THROUGH AUGUST 31, 2012**

This is a(n):    \_\_\_ monthly      X   interim    \_\_\_ final application.

Name of Applicant:	Bradley Arant Boult Cummings LLP (“Applicant”)
Authorized to Provide Professional Services to:	Residential Capital, LLC, <i>et al.</i> (collectively, the “Debtors”)
Date of Retention:	Order entered on August 20, 2012 retaining Applicant <i>nunc pro tunc</i> to May 14, 2012 [Dkt. 1221]
Period for which Compensation and Reimbursement is sought:	May 14, 2012 through August 31, 2012 (the “Application Period”)

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$4,207,515.65

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$157,682.41

**Summary of Monthly Applications for Application Period:**

<b>Date Filed</b>	<b>Compensation Period</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Fees Paid to Date/ Fees Expected to Be Paid by Hearing Date</b>	<b>Expenses Paid to Date/ Expenses Expected to be Paid by Hearing Date</b>	<b>20% Holdback</b>
8/30/12	5/14/12 – 5/31/12	\$736,632.15 <sup>1</sup>	\$10,816.92 <sup>2</sup>	\$0.00 / \$589,305.72	\$0.00 / \$10,816.92	\$147,326.43
9/24/12	6/1/12 – 6/30/12	\$1,321,105.80	\$67,933.89	\$0.00 / \$1,056,884.60	\$0.00 / \$67,933.89	\$264,221.20
9/26/12	7/1/12 – 7/31/12	\$949,975.90	\$35,043.41	\$0.00 / \$759,980.72	\$0.00 / \$35,043.41	\$189,995.18
10/15/12	8/1/12 – 8/31/12	\$1,199,801.80	\$43,888.19	\$0.00 / \$959,841.44	\$0.00 / \$43,888.19	\$239,960.36
<b>TOTAL</b>		<b>\$4,207,515.65</b>	<b>\$157,682.41</b>	<b>\$3,366,012.48</b>	<b>\$157,682.41</b>	<b>\$841,503.17</b>

<sup>1</sup> Fees of \$739,492.95 initially were requested by Applicant in the First Monthly Fee Application, but were subsequently reduced by \$2,860.80 after Applicant's consultation with the Debtors.

<sup>2</sup> Expenses of \$29,942.65 were initially requested by Applicant in the First Monthly Fee Application. Applicant subsequently determined that \$18,325.40 of such requested expenses were incurred prepetition and, consequently, Applicant paid such expenses from its remaining prepetition retainer. Applicant also wrote off \$800.19 in expenses included in the First Monthly Fee Application, reducing the requested amount to \$10,816.92.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	
	)	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	
	)	Chapter 11
Debtors.	)	
	)	Jointly Administered

**FIRST INTERIM APPLICATION OF BRADLEY ARANT BOULT CUMMINGS LLP  
AS SPECIAL LITIGATION AND COMPLIANCE COUNSEL FOR THE DEBTORS  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

For its first interim application for compensation and reimbursement of expenses (the “**Application**”) for the period May 14, 2012 through August 31, 2012 (the “**Application Period**”), Bradley Arant Boult Cummings LLP (“**Applicant**”), special litigation and compliance counsel to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represents as follows:

**JURISDICTION, VENUE AND STATUTORY PREDICATES**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 328, 330, and 331, of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”).

This Application has been prepared in accordance with General Order M-389, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, entered December 4, 2009 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

### **BACKGROUND**

#### **A. The Chapter 11 Cases**

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

4. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine member official committee of unsecured creditors (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket Nos. 454, 674].

#### **B. Applicant’s Retention and Interim Compensation**

6. On July 9, 2012, the Debtors filed their application under sections 327(e) and 328 of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1 for authorization to employ Applicant as special litigation and compliance counsel to the Debtors and to approve

their alternative billing arrangement with the Applicant [Docket No. 721] (the “**Retention Application**”). With the Retention Application, the Debtors filed the Declaration of Robert R. Maddox, a partner of Applicant, in support of the Retention Application (the “**Initial Supporting Declaration**”). On July 21, 2012, the Debtors filed the Supplemental Declaration of Mr. Maddox [Docket No. 866] in support of the Retention Application, and on August 6, 2012, filed the Second Supplemental Declaration of Mr. Maddox in support of the Declaration [Docket No. 1008] (such Supplemental Declarations, together with the Initial Supporting Declaration, shall be referred to hereinafter as the “**Supporting Declaration**”).

7. On August 9, 2012, the Court held a duly-noticed hearing on the Retention Application. On August 10, 2012, the Court issued its Memorandum Opinion [Docket No. 1077] approving the Retention Application and overruling certain limited objections thereto. On August 20, 2012, the Court entered that certain Order Under Sections 327(e) and 328 of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1 Authorizing (I) the Employment and Retention of Bradley Arant Boult Cummings LLP as Special Litigation and Compliance Counsel to the Debtors, *Nunc Pro Tunc* to May 14, 2012, and (II) Approving the Alternative Billing Arrangement [Docket No. 1221] (the “**Retention Order**”),<sup>3</sup> approving Applicant’s employment pursuant to the Retention Application. Among other things, the Retention Order approved the Alternative Billing Arrangement (as such term was defined in the Retention Order) negotiated among the Debtors and Applicant with respect to the Alternative Billing Arrangement Matters (as such term was defined in the Retention Order) pursuant to section 328(a) of the Bankruptcy Code.

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<sup>3</sup> By order entered September 27, 2012 [Docket No. 1600], the Court denied the motion of Patrick J. Hopper [Docket No. 1351] for reconsideration of the Retention Order.

8. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to file and submit monthly fee applications to the Debtors and their counsel, counsel for the Creditors’ Committee, counsel for Ally Financial Inc., counsel for Barclays Bank PLC, and the United States Trustee (collectively, the “**Notice Parties**”).

9. On August 30, 2012, Applicant served its first monthly fee application covering the period from May 14, 2012 through May 31, 2012 (the “**First Monthly Fee Application**”) on the Notice Parties. On September 24, 2012, Applicant served its second monthly fee application covering the period from June 1, 2012 through June 30, 2012 (the “**Second Monthly Fee Application**”) on the Notice Parties. On September 26, 2012, Applicant served its third monthly fee application covering the period from July 1, 2012 through July 31, 2012 (the “**Third Monthly Fee Application.**” On October 15, 2012, Applicant served its fourth monthly fee application covering the period from August 1, 2012 through August 31, 2012 (the “**Fourth Monthly Fee Application**”, and together with the First Monthly Fee Application, the Second Monthly Fee Application, and the Third Monthly Fee Application, the “**Monthly Fee Applications**”) on the Notice Parties. Applicant did not receive any objections to the First Monthly Fee Application, the Second Monthly Fee Application, or the Third Monthly Fee Application. The deadline for filing objections has not yet passed with respect to the Fourth Monthly Fee Application, but Applicant has received no objections thereto as of the filing of this Application.

10. For the convenience of this Court and all parties in interest, attached hereto as Exhibit B is a schedule of the total amount of fees incurred under by Applicant during the Application Period, organized according to the applicable project categories suggested by the U.S. Trustee in the Guidelines.

11. As of the filing of this Application, Applicant has not yet received any payments from the Debtors with respect to the First Monthly Fee Application, the Second Monthly Fee Application, or the Third Monthly Fee Application. As no objections have been raised with respect to any of those Monthly Fee Applications, and assuming that no objections are timely raised with respect to the Fourth Monthly Fee Application, Applicant expects that the Debtors will make payments to Applicant by the hearing on this Application, in accordance with the Interim Compensation Order, that are equal to: (i) 80% of requested compensation from the Monthly Fee Applications and (ii) 100% of requested expenses from the Monthly Fee Applications. Thus, assuming that no objections are timely raised with respect to the Fourth Monthly Fee Application, and assuming that the Debtors make prompt payments to Applicant by the hearing on this Application in accordance with the Interim Compensation Order, then Applicant expects that it will have received by such hearing date payments totaling \$3,523,694.89, representing \$3,366,012.48 in fees (including the Alternative Billing Arrangement Fees, as such term is defined below) and \$157,682.41 in expenses.

12. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Debtors. These records are maintained in the ordinary course of Applicant's practice. For the convenience of this Court and all parties in interest, attached hereto as Exhibit C is a billing summary for the Application Period, setting forth the name of each attorney and paraprofessional who rendered services during the

Application Period, each attorney's year of bar admission and area of practice concentration, the aggregate time expended by each attorney and each paraprofessional, the hourly billing rate for each attorney and each paraprofessional at Applicant's current billing rates, and the individual amounts requested for each professional. The hourly compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases under the Bankruptcy Code.

13. The time records attached as Exhibit C include only those matters on which Applicant bills the Debtors on an hourly basis and do not include time records for the Alternative Billing Arrangement Matters approved pursuant to section 328(a) of the Bankruptcy Code. Each of the Monthly Fee Applications contains a listing of the matters opened during the pertinent application period that constitute Alternative Billing Arrangement Matters and for which the Debtors have agreed during the term of the parties' Alternative Billing Arrangement to pay Applicant a fee of \$7,300 for each such matter, subject to subsequent upward increases as described in the Retention Order and the Retention Application. During the Application Period, Applicant opened ninety-four (94) Alternative Billing Arrangement Matters for which Applicant has requested compensation for up-front fees totaling \$686,200 (the "**Alternative Billing Arrangement Fees**"). These amounts for Alternative Billing Arrangement Fees are included in the Monthly Fee Applications and this Application's request for compensation.

14. Applicant also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses for which reimbursement is sought is attached hereto as Exhibit D.



15. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines have been served on the Notice Parties with each of the Monthly Fee Applications and are attached hereto as Exhibit E.

16. There is no agreement or understanding between Applicant and any other person, other than partners of the firm, for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

17. The Monthly Fee Applications submitted by Applicant are subject to a 20% holdback (as is customary in this District) imposed by the Court on the allowance of fees. As disclosed above, while no objections have been asserted with respect to any of the Monthly Fee Applications served by the Applicant, the Applicant has not yet received any payments to date on account thereof. The Applicant expects that it will receive by the hearing date on this Application all interim payments then due on account of the Monthly Fee Applications in accordance with the provisions of the Interim Compensation Order. If the Debtors make those payments as expected in accordance with the Interim Compensation Order, then the aggregate amount of Applicant's holdback during the Application Period will be \$841,503.17. Applicant respectfully requests, in connection with the relief requested herein, that the Court allow this holdback amount on an interim basis pursuant to sections 330 and 331 of the Bankruptcy Code and authorize and direct the Debtors to pay such amounts.

**DESCRIPTION OF SERVICES AND  
EXPENSES AND RELIEF REQUESTED**

18. In general, Applicant has provided the following services to or on behalf of the Debtors during the course of their Chapter 11 Cases:

- (a) represent the Debtors and/or the investors for which the Debtors provide servicing or sub-servicing services (except for Ally Financial, Inc. and Ally Bank) in existing or future litigation concerning claims related to

mortgage loans and related servicing practices brought by borrowers against the Debtors and/or such investors primarily, but not exclusively, within the jurisdictions of Alabama, Florida, Kentucky, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, and Texas;

- (b) represent the Debtors and/or the investors for which the Debtors provide servicing or sub-servicing services (except for Ally Financial, Inc. and Ally Bank) in existing or future consumer and class action litigation relating to the Debtors' mortgage servicing operations;
- (c) represent the Debtors in both litigation and pre-litigation matters involving state and federal regulatory inquiries, title insurance, pooling and servicing agreements, loan repurchase demands, servicing matters, and settlement services issues;
- (d) provide litigation defense and corporate advice to the Debtors regarding a variety of "real-estate-owned" (REO) related issues including title resolution, compliance with city and state ordinances, negotiation of fines/penalties, and the proper maintenance of REO properties;
- (e) advise the Debtors regarding the performance and satisfaction of their obligations under and in compliance with (i) the Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among certain of the Debtors, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation, among others (the "Consent Order"), (ii) the consent judgment entered April 5, 2012 by the District Court for the District of Columbia, dated February 9, 2012 (the "Consent Judgment"), and (iii) all related agreements with the Debtors;
- (f) advise the Debtors regarding compliance with various federal, state, and local laws, statutes, regulations, orders, and similar restrictions regarding the operation of the Debtors' businesses and the performance of their obligations under their servicing, sub-servicing, and related contracts and agreements;
- (g) counsel and otherwise advise and assist the Debtors in the development, drafting, review, and revision of practices, policies, and procedures relating to the operation of the Debtors' businesses; and
- (h) counsel and otherwise advise and assist the Debtors with regard to research and review projects as needed and directed by the Debtors in furtherance of the Debtors' ongoing business operations.

19. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Debtors during the Application Period, Applicant maintained separate

internal billing files for the numerous matters it is handling for the Debtors and, in accordance with the Guidelines and its internal billing procedures, has categorized those matters in accordance with the project categories suggested by the U.S. Trustee in the Guidelines.

20. The following is a summary of the most significant professional services rendered by Applicant during the Application Period organized by project categories suggested by the U.S. Trustee in the Guidelines:

- (a) Litigation (Hourly Rate Matters): Fees -- \$1,321,792.30; Total Hours -- 5,642.90. Since the Petition Date, Applicant has represented the Debtors and/or the investors for which the Debtors provide servicing or sub-servicing services (except for Ally Financial, Inc. and Ally Bank) in approximately 361 litigation and pre-litigation matters concerning claims related to mortgage loans and related servicing practices for which Applicant is to be compensated on an hourly rate basis. In these matters, Applicant has performed a broad range of litigation services, including reviewing and responding to complaints and lawsuits, preparing and advocating motions to dismiss and for summary judgment, developing case strategy, engaging in discovery, evaluating the impact of the Debtors' bankruptcy on the various litigation matters, evaluating potential risk and exposure, assessing and pursuing settlement opportunities, and appearing in court to advocate and defend the interests of the Debtors in these matters. These hourly-rate litigation and pre-litigation matters include (i) litigation and pre-litigation files that are not within the scope of the parties' Alternative Billing Arrangement and (ii) litigation and pre-litigation files that are within the scope of the Alternative Billing Arrangement but which have converted to hourly-rate billing because the Safety Valve Level (as such term is defined in paragraph 29(d) of the Retention Application) has been exceeded. During the Application Period, the average amount of billable fees incurred on these matters is approximately \$3,661 dollars per matter, with the maximum amount of billable fees incurred on any one case during the Application Period being \$46,929.40. Applicant's time records for these hourly-rate litigations matters are included in Exhibit E attached hereto, where they can be identified by the client numbers (0G2012, 0R0805, 0R0806, 0R0808, and 0R0809) assigned to them.
- (b) Litigation (Alternative Billing Arrangement Matters): Fees -- \$686,200; Files Opened during the Application Period -- 94. As more particularly described above, the Debtors have assigned to Applicant since the Petition Date ninety-four (94) new Alternative Billing Arrangement Matters. Pursuant to the parties' Alternative Billing Arrangement, the Debtors have agreed during the term of such arrangement to pay Applicant a fee of

\$7,300 for each case assigned by the Debtors to Applicant falling within the scope of the Alternative Billing Arrangement, with such fee subject to subsequent upward increases as described in the Retention Order and the Retention Application. The services performed by Applicant with respect to these Alternative Billing Arrangement Matters include a broad range of litigation services, including reviewing and responding to complaints, preparing and advocating motions to dismiss and for summary judgment, developing case strategy, engaging in discovery, evaluating the impact of the Debtors' bankruptcy on the various litigation matters, evaluating potential risk and exposure, assessing and pursuing settlement opportunities, and appearing in court to advocate and defend the interests of the Debtors in these matters. The Monthly Fee Applications contain a list of the Alternative Billing Arrangement Matters assigned by the Debtors to Applicant during the Application Period, with the matters identified by the billing number assigned by the Debtors and the client-matter number assigned by Applicant to each matter. As the Alternative Billing Arrangement was approved by the Court pursuant to section 328(a) of the Bankruptcy Code, hourly time records for these Alternative Billing Arrangement Matters are not included in the Monthly Fee Applications attached hereto, though such records have been maintained by Applicant for all Alternative Billing Arrangement Matters.

- (c) Business Operations / Compliance: Fees -- \$2,085,688.65; Total Hours -- 7,521.40. During the Application Period, Applicant has advised the Debtors on a host of matters, many of which involve confidential or sensitive information, regarding the Debtors' ongoing operation of its residential mortgage servicing business. Applicant has continued to advise the Debtors regarding their compliance obligations under various federal and state laws and regulations, as well as with respect to their obligations under the Consent Order, the Consent Judgment, and related agreements. Applicant has aided the Debtors in the review, revision, and implementation of policies and procedures intended to assist the Debtors in efficiently performing their duties under the Consent Order, the Consent Judgment, and related agreements, as well as otherwise applicable laws and regulations. Applicant has represented the Debtors' interests with respect to various inquiries, proceedings, and investigations initiated by various federal and state agencies that assert regulatory authority over the Debtors' operations and have communicated regularly with representatives of such agencies regarding such matters and the potential resolution of the same. Applicant has advised the Debtors regarding their third-party vendor retention and evaluation processes and the development of procedures for effective communication and coordination with such vendor, and has also assisted the Debtors in the review and revision of the their internal policies and procedures regarding, among other things, default administration, foreclosure practices, and document review and control. The Debtors frequently consult with Applicant regarding various pre-litigation disputes or issues that arise with respect to specific loan files

Applicant also routinely advises the Debtors regarding “real estate owned” (REO) matters involving foreclosed properties for which the Debtors have or may have various responsibilities under their servicing agreements. Applicant has also provided the Debtors with on-site legal support to assist the Debtors’ legal department with the day-to-day administration and oversight of the Debtors’ substantial mortgage servicing litigation caseload. Applicant generally has assigned client numbers 0R0802, 0R0803, and 0R0807 to its business operations and compliance matters. Applicant’s time records for these business operations and compliance matters are included in Exhibit E attached hereto.

- (d) Fee/Employment Applications: Fees -- \$113,834.70; Total Hours -- 315.70. During the Application Period, Applicant prepared the Retention Application and the Supporting Declaration filed by the Debtors with the Court. In connection therewith, Applicant conducted a thorough relationship and disclosure search, analyzed the results of that search, and prepared the appropriate disclosures for inclusion in the Retention Application and Supporting Declaration. Applicant also gathered specific information requested by the U.S. Trustee, including information about prepetition payments made by the Debtors to Applicant. Limited objections to the Retention Application were filed by Patrick Hopper [Docket No. 809] and the Creditors’ Committee [Docket No. 967]. In response to these objections, Applicant conferred with counsel for the Creditors’ Committee to attempt to resolve the concerns raised in its limited objection. Applicant assisted the Debtors’ bankruptcy counsel in preparing the Debtors’ response to the limited objections filed by Mr. Hopper and the Creditors’ Committee [Docket No. 1007]. As the Debtors’ and Applicant’s efforts to resolve these objections prior to the hearing on the Retention Application were unsuccessful, Mr. Maddox, a partner of Applicant, traveled to New York for the sole purpose of attending the hearing before this Court on the Debtors’ Retention Application. With Applicant’s assistance, the Debtors prevailed at the hearing, as the Court in its Memorandum Opinion overruled the unresolved limited objections to the Retention Application. Applicant negotiated with other parties regarding the form of the Retention Order eventually entered by the Court. Applicant has also incurred time in the preparation of the Monthly Fee Applications and the exhibits thereto in accordance with the terms of the Guidelines and the Interim Compensation Order. In preparing the Monthly Fee Applications, Applicant has expended significant efforts reviewing and editing billing statements to remove confidential information therefrom, including personally identifiable information relating to loans serviced by the Debtors. Applicant’s time records for its work on retention and fee application matters are included in Exhibit E attached hereto, with such matter assigned case-matter number 0R0802-301143.

21. The foregoing descriptions of services rendered by Applicant in specific areas are not intended to be exhaustive of the scope of Applicant's activities in the Chapter 11 Cases. With the exception of the Alternative Billing Arrangement Matters, the time records attached hereto as Exhibit E present more completely the work performed by Applicant in each billing category during the Application Period.

22. With respect to the Alternative Billing Arrangement Matters, the Retention Order provides that, notwithstanding its approval of the Alternative Billing Arrangement, "the Court may allow compensation different than that provided [under the Alternative Billing Arrangement] if the terms and conditions of the Alternative Billing Arrangement prove to have been improvident in light of developments not capable of being anticipated as of the date of [the Retention Order]. See Retention Order, ¶ 3. Applicant is not aware of any developments that have occurred that were not capable of being anticipated as of the date of the Retention Order that might cause the Court to find that the terms and conditions of the Alternative Billing Arrangement approved by this Court were improvident. Accordingly, pursuant to section 328 of the Bankruptcy Code and the Retention Order, Applicant respectfully requests approval of these Alternative Billing Arrangement Fees.

### **CONCLUSION**

23. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330 and that the expenses requested were actual and necessary to the performance of Applicant's services. Moreover, with respect to the Alternative Billing Arrangement Fees, Applicant submits that such fees are due to be approved pursuant to section 328(a) of the Bankruptcy Code.

24. Applicant therefore requests an order (i) approving interim compensation in the amount of \$4,207,515.65 and interim reimbursement of expenses in the amount of \$157,682.41,<sup>4</sup> (ii) directing prompt payment of all compensation requested in connection with the Monthly Fee Applications, including the Alternative Billing Arrangement Fees and any hold back amounts, and (iii) granting such other and further relief as may be just and proper.

Dated: October 19, 2012

/s/ Jay R. Bender

Robert W. Maddox, Esq.

Jay R. Bender, Esq.

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Phone: (205) 521-8000

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*Special Litigation and Compliance Counsel  
for the Debtors*

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<sup>4</sup> The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

**EXHIBIT A**



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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	
	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
	)	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF  
FIRST INTERIM APPLICATION OF BRADLEY ARANT BOULT CUMMINGS LLP  
AS SPECIAL LITIGATION AND COMPLIANCE COUNSEL FOR THE DEBTORS  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

I, Jay Bender, hereby certify that:

1. I am a partner with the applicant firm, Bradley Arant Boult Cummings LLP (the “**Firm**”), which serves as special litigation and compliance counsel to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”).
2. This certification is made in respect of the Firm’s compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-389, adopted by the Court on December 4, 2009 (the “**Local Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications for*

*Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and the Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the “Interim Compensation Order”)* [Docket No. 172], and collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”), in connection with the Firm’s application, dated October 19, 2012 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing May 14, 2012, through and including August 31, 2012, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section A.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued for each month within the Application Period. Applicant has provided the Debtors with the Application prior to the filing of it with the Court.

5. Applicant's time records were prepared contemporaneously with the services performed and substantially conform to the Guidelines' requirements. With respect to one matter handled by Applicant on the Debtors' behalf (client-matter number 0R0802-301134), Applicant's time entries do not conform completely to the task-billing format outlined in Section (b)(4)(v) of the U.S. Trustee Guidelines. The services of Applicant under that client-matter number were performed primarily by one attorney who, at the Debtors' request, worked for a period of time at the Debtors' offices with the Debtors' in-house legal department and litigation case managers assisting them with litigation strategy and case management and oversight. Applicant's time records, though contemporaneously maintained and detailed in description, generally "lump" tasks together into one daily time entry. Applicant submits that its billing records for this matter provide sufficient detail to support Applicant's request for compensation with respect thereto. To the extent these time records, or any other aspects of the Application, do not fully comply with the Guidelines' requirements, Applicant respectfully requests a waiver of such requirements.

6. In respect of Section A.3 of the Local Guidelines, I certify that each of the United States Trustee for the Southern District of New York, the Debtors, counsel for the Debtors, and counsel for the Creditors' Committee is being provided with a copy of the Application.

Dated: October 19, 2012

/s/ Jay R. Bender

Jay R. Bender, Esq.  
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for the Debtors*

**EXHIBIT B**

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY  
BY BRADLEY ARANT BOULT CUMMINGS LLP OPN BEHALF OF HTE DEBTORS  
FOR THE PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

**Compensation By Matter**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Business Operations	0R0802-102836	13.00	3,458.00
Business Operations	0R0802-103582	1.10	287.70
Business Operations	0R0802-103633	2.00	298.00
Business Operations	0R0802-107194	1.80	411.90
Business Operations	0R0802-107578	2.40	211.20
Business Operations	0R0802-107722	1.00	226.00
Business Operations	0R0802-108374	3.00	851.10
Business Operations	0R0802-108547	0.40	104.20
Business Operations	0R0802-301007	10.60	3,158.50
Business Operations	0R0802-301008	0.30	66.00
Business Operations	0R0802-301019	6.90	2,484.00
Business Operations	0R0802-301036	2.50	940.00
Business Operations	0R0802-301039	0.90	294.90
Business Operations	0R0802-301051	39.10	10,819.70
Business Operations	0R0802-301055	31.80	6,533.00
Business Operations	0R0802-301062	0.80	234.40
Business Operations	0R0802-301067	2.10	371.00
Business Operations	0R0802-301068	2.10	624.90
Business Operations	0R0802-301070	0.40	122.30
Business Operations	0R0802-301073	2.20	407.80
Business Operations	0R0802-301074	2.70	559.90
Business Operations	0R0802-301076	0.10	14.50
Business Operations	0R0802-301081	506.60	144,684.00
Business Operations	0R0802-301082	0.70	186.20
Business Operations	0R0802-301094	0.50	75.00
Business Operations	0R0802-301096	0.60	159.60
Business Operations	0R0802-301098	0.70	129.50
Business Operations	0R0802-301099	10.60	2,293.80
Business Operations	0R0802-301100	0.40	129.20
Business Operations	0R0802-301104	2.90	705.20
Business Operations	0R0802-301108	0.20	37.00
Business Operations	0R0802-301110	150.00	36,068.60
Business Operations	0R0802-301113	401.80	102,135.50
Business Operations	0R0802-301115	30.10	6,349.00
Business Operations	0R0802-301116	4.50	1,254.80
Business Operations	0R0802-301117	1.40	340.60
Business Operations	0R0802-301118	4.90	1,063.50
Business Operations	0R0802-301119	4.50	1,062.00
Business Operations	0R0802-301120	2.50	370.30
Business Operations	0R0802-301123	5.00	1,313.80
Business Operations	0R0802-301124	2.00	532.00
Business Operations	0R0802-301127	0.50	104.70
Business Operations	0R0802-301128	1.50	232.00
Business Operations	0R0802-301129	335.60	91,091.30
Business Operations	0R0802-301131	1.40	444.00
Business Operations	0R0802-301133	87.20	22,809.30
Business Operations	0R0802-301134	464.20	152,616.00

Compensation By Matter

Task Code	Matter Description	Total Billed Hours	Total Compensation
Business Operations	0R0802-301135	0.60	90.00
Business Operations	0R0802-301136	22.00	7,512.00
Business Operations	0R0802-301137	5.40	1,099.10
Business Operations	0R0802-301138	61.30	12,032.50
Business Operations	0R0802-301140	147.40	35,696.90
Business Operations	0R0802-301141	7.70	1,842.00
Business Operations	0R0802-301142	3.00	924.00
Business Operations	0R0802-301144	130.90	39,644.30
Business Operations	0R0802-301145	0.80	142.60
Business Operations	0R0802-301146	1.10	222.40
Business Operations	0R0802-301147	0.80	142.60
Business Operations	0R0802-301148	1.60	355.40
Business Operations	0R0802-301149	5.50	1,600.00
Business Operations	0R0802-301151	507.00	145,098.40
Business Operations	0R0802-301152	23.80	9,009.20
Business Operations	0R0802-301153	7.60	1,444.60
Business Operations	0R0802-301154	5.70	1,694.60
Business Operations	0R0802-301155	6.70	1,419.40
Business Operations	0R0802-301156	135.60	29,036.60
Business Operations	0R0802-301157	3.10	849.00
Business Operations	0R0802-301158	29.10	6,949.20
Business Operations	0R0802-301159	5.80	1,218.00
Business Operations	0R0802-301160	2,278.10	650,002.60
Business Operations	0R0802-301161	11.20	2,736.70
Business Operations	0R0802-301162	3.90	1,345.50
Business Operations	0R0802-301163	9.60	2,814.30
Business Operations	0R0802-301164	2.30	894.70
Business Operations	0R0802-301165	5.20	1,092.00
Business Operations	0R0802-301166	2.70	782.40
Business Operations	0R0802-301168	0.30	90.00
Business Operations	0R0802-301171	7.20	2,484.00
Business Operations	0R0802-301202	0.80	276.00
Business Operations	0R0802-301220	1,524.70	423,998.50
Business Operations	0R0802-305006	1.90	349.50
Business Operations	0R0802-305015	7.50	1,592.90
Business Operations	0r0803-102574	4.70	1,198.50
Business Operations	0R0803-105781	2.20	484.00
Business Operations	0R0803-106017	0.20	34.00
Business Operations	0R0803-106025	0.60	153.00
Business Operations	0R0803-106533	1.00	220.00
Business Operations	0r0803-106891	20.20	5,955.00
Business Operations	0R0803-107382	8.10	1,719.00
Business Operations	0R0803-108891	4.70	1,302.50
Business Operations	0R0803-109172	0.20	35.00
Business Operations	0R0803-109264	1.50	521.00
Business Operations	0R0803-109310	7.40	1,889.00
Business Operations	0R0803-109849	12.90	3,403.50
Business Operations	0R0803-109911	6.30	1,736.75
Business Operations	0R0803-109980	0.30	79.50
Business Operations	0R0803-301032	0.80	236.00
Business Operations	0R0803-301046	2.00	440.00
Business Operations	0R0803-301064	4.00	1,180.00
Business Operations	0R0803-301078	1.30	286.00

Compensation By Matter

Task Code	Matter Description	Total Billed Hours	Total Compensation
Business Operations	OR0803-301083	4.50	1,020.00
Business Operations	OR0803-301092	0.60	132.00
Business Operations	OR0803-301097	8.00	2,001.50
Business Operations	OR0803-301098	1.40	308.00
Business Operations	OR0803-301099	1.50	330.00
Business Operations	OR0803-301104	0.70	122.50
Business Operations	OR0803-301122	0.10	25.50
Business Operations	OR0803-301125	1.00	175.00
Business Operations	OR0803-301132	0.10	25.50
Business Operations	OR0803-301140	6.00	2,165.50
Business Operations	OR0803-301142	1.40	413.00
Business Operations	OR0803-301144	1.60	352.00
Business Operations	OR0803-301145	5.00	1,304.50
Business Operations	OR0803-301146	13.90	3,771.50
Business Operations	OR0803-301147	6.20	2,283.00
Business Operations	OR0803-301151	4.10	964.50
Business Operations	OR0803-301152	0.90	156.50
Business Operations	OR0803-301164	2.80	714.00
Business Operations	OR0803-301166	3.30	874.50
Business Operations	OR0803-301168	2.40	524.00
Business Operations	OR0803-301169	7.60	1,789.00
Business Operations	OR0803-301170	7.10	1,584.50
Business Operations	OR0803-301171	6.10	1,553.50
Business Operations	OR0803-301172	3.20	1,218.00
Business Operations	OR0803-301173	4.50	810.00
Business Operations	OR0803-301174	7.70	1,959.50
Business Operations	OR0803-301175	1.60	352.00
Business Operations	OR0803-301176	2.90	777.50
Business Operations	OR0803-301177	9.90	2,353.50
Business Operations	OR0803-301178	5.00	1,355.00
Business Operations	OR0803-301179	3.70	1,147.50
Business Operations	OR0803-305002	3.00	705.50
Business Operations	OR0807-301001	199.80	46,399.60
<b>Total for Code:Business Operations</b>		<b>7,521.40</b>	<b>2,085,688.65</b>
Fee/Employment Applications	OR0802-301143	315.70	113,834.70
<b>Total for Code:Fee/Employment Applications</b>		<b>315.70</b>	<b>113,834.70</b>
Litigation	OG2012-301001	67.70	19,134.30
Litigation	OG2012-301002	95.10	27,927.90
Litigation	OG2012-301003	20.00	6,063.00
Litigation	OG2012-301008	167.20	46,929.40
Litigation	OG2012-301009	7.90	2,187.50
Litigation	OG2012-301010	6.70	1,226.50
Litigation	OG2012-301012	118.00	24,396.70
Litigation	OG2012-301013	0.40	60.00
Litigation	OG2012-301014	1.50	225.00
Litigation	OG2012-301017	3.10	611.80
Litigation	OG2012-301020	13.90	3,422.30
Litigation	OG2012-301021	55.20	14,790.00
Litigation	OG2012-301023	5.70	1,841.10
Litigation	OG2012-301024	1.30	264.70
Litigation	OG2012-301026	121.90	31,732.40
Litigation	OG2012-301027	97.10	22,847.60

Compensation By Matter

Task Code	Matter Description	Total Billed Hours	Total Compensation
Litigation	0G2012-301028	9.40	2,208.70
Litigation	0G2012-301030	0.50	172.50
Litigation	0G2012-301031	44.80	10,175.40
Litigation	0G2012-301033	174.20	34,180.50
Litigation	0G2012-301034	1.10	174.80
Litigation	0G2012-301035	219.80	45,588.50
Litigation	0G2012-301036	8.30	1,536.50
Litigation	0G2012-301037	27.10	4,775.10
Litigation	0G2012-301038	2.80	904.40
Litigation	0G2012-301039	97.30	20,532.50
Litigation	0G2012-301040	2.10	615.30
Litigation	0G2012-301041	4.10	1,025.00
Litigation	0G2012-301042	21.00	4,192.00
Litigation	0G2012-301043	57.60	16,674.00
Litigation	0G2012-301044	6.40	1,688.50
Litigation	0G2012-301045	0.80	200.00
Litigation	0G2012-301047	8.40	1,981.80
Litigation	0G2012-301049	89.70	16,583.60
Litigation	0G2012-301050	41.20	9,394.50
Litigation	0G2012-301051	13.80	3,478.90
Litigation	0G2012-301054	3.40	875.80
Litigation	0G2012-301055	5.80	1,342.80
Litigation	0G2012-301058	15.80	3,245.50
Litigation	0G2012-301059	8.20	2,124.90
Litigation	0G2012-301061	4.50	969.70
Litigation	0G2012-301062	14.80	3,412.70
Litigation	0G2012-301063	16.80	3,482.50
Litigation	0G2012-301065	17.40	3,684.10
Litigation	0G2012-301066	11.40	2,232.40
Litigation	0G2012-301069	3.20	1,088.50
Litigation	0G2012-301070	11.50	2,305.20
Litigation	0G2012-301072	1.70	129.40
Litigation	0G2012-301073	15.40	3,888.70
Litigation	0G2012-301074	9.20	2,069.10
Litigation	0G2012-301076	55.00	14,341.70
Litigation	0G2012-301077	10.10	2,471.00
Litigation	0G2012-301078	28.60	6,633.40
Litigation	0G2012-301080	1.10	379.50
Litigation	0G2012-301081	1.60	425.60
Litigation	0G2012-301082	9.30	1,978.70
Litigation	0G2012-301083	4.50	1,053.30
Litigation	0G2012-301084	42.80	8,677.90
Litigation	0G2012-301085	28.20	6,105.10
Litigation	0G2012-301086	13.30	3,535.70
Litigation	0G2012-301087	2.10	693.50
Litigation	0G2012-301088	1.90	314.60
Litigation	0G2012-301089	13.10	2,876.20
Litigation	0G2012-301090	31.40	7,776.70
Litigation	0G2012-301091	2.60	588.50
Litigation	0G2012-301092	78.10	16,151.20
Litigation	0G2012-301093	2.90	817.00
Litigation	0G2012-301094	5.90	1,197.00
Litigation	0G2012-301095	0.70	105.00



Compensation By Matter

Task Code	Matter Description	Total Billed Hours	Total Compensation
Litigation	0G2012-301096	27.40	5,452.20
Litigation	0G2012-301097	41.50	10,875.90
Litigation	0G2012-301098	1.40	375.10
Litigation	0G2012-301099	13.40	3,330.60
Litigation	0G2012-301100	7.80	1,734.00
Litigation	0G2012-301101	1.30	247.90
Litigation	0G2012-301102	3.30	685.20
Litigation	0G2012-301103	12.00	2,767.00
Litigation	0G2012-301105	8.60	2,334.20
Litigation	0G2012-301106	7.20	1,920.90
Litigation	0G2012-301107	25.30	5,100.70
Litigation	0G2012-301108	43.60	8,267.70
Litigation	0G2012-301109	33.50	6,277.00
Litigation	0G2012-301110	21.60	4,219.70
Litigation	0G2012-301111	10.60	2,341.40
Litigation	0G2012-301112	8.00	2,061.00
Litigation	0G2012-301113	57.80	14,769.50
Litigation	0G2012-301114	1.10	197.50
Litigation	0G2012-301115	40.30	8,960.20
Litigation	0G2012-301116	9.30	2,176.50
Litigation	0G2012-301117	1.90	400.50
Litigation	0G2012-301118	164.50	39,852.10
Litigation	0G2012-301120	43.70	9,875.20
Litigation	0G2012-301121	4.10	731.00
Litigation	0G2012-301122	13.10	3,342.90
Litigation	0G2012-301123	22.00	5,165.10
Litigation	0G2012-301125	3.00	562.50
Litigation	0G2012-301126	2.10	550.80
Litigation	0G2012-301127	16.10	3,346.60
Litigation	0G2012-301128	0.90	244.90
Litigation	0G2012-301129	40.70	10,036.70
Litigation	0G2012-301130	3.40	765.70
Litigation	0G2012-301131	4.20	724.70
Litigation	OR0805-108578	0.70	144.20
Litigation	OR0806-105015	2.70	703.00
Litigation	OR0806-106888	3.10	1,136.50
Litigation	OR0806-301001	1.40	264.00
Litigation	OR0806-301004	0.50	145.00
Litigation	OR0806-301005	15.80	3,888.50
Litigation	OR0806-301006	2.70	502.50
Litigation	OR0806-301007	1.70	493.00
Litigation	OR0806-301009	0.30	90.00
Litigation	OR0806-301010	5.80	1,092.00
Litigation	OR0806-301011	0.60	168.00
Litigation	OR0806-301012	1.20	356.00
Litigation	OR0806-301013	1.00	280.00
Litigation	OR0806-301014	2.10	464.50
Litigation	OR0806-301015	6.70	1,353.00
Litigation	OR0806-301016	0.70	196.00
Litigation	OR0806-301017	14.10	2,709.00
Litigation	OR0806-301018	4.80	1,003.50
Litigation	OR0806-301019	6.90	1,392.00
Litigation	OR0806-301020	22.80	6,667.50

Compensation By Matter

Task Code	Matter Description	Total Billed Hours	Total Compensation
Litigation	OR0806-301021	10.80	2,565.00
Litigation	OR0806-301022	13.90	2,949.50
Litigation	OR0806-301023	4.70	923.50
Litigation	OR0806-301024	2.10	671.00
Litigation	OR0806-301025	30.70	8,417.00
Litigation	OR0806-301026	6.60	1,539.00
Litigation	OR0806-301027	15.20	3,243.50
Litigation	OR0806-301028	6.70	1,427.50
Litigation	OR0806-301029	5.00	1,075.50
Litigation	OR0806-301030	10.10	2,305.50
Litigation	OR0806-301031	0.30	88.50
Litigation	OR0806-301032	1.70	337.50
Litigation	OR0806-301033	8.20	1,590.00
Litigation	OR0806-301034	2.40	486.00
Litigation	OR0806-301035	3.40	362.00
Litigation	OR0808-097885	1.40	410.20
Litigation	OR0808-104171	3.20	739.00
Litigation	OR0808-104980	20.80	4,952.30
Litigation	OR0808-105192	4.70	869.00
Litigation	OR0808-108064	0.60	136.80
Litigation	OR0808-108317	49.30	17,289.60
Litigation	OR0808-109205	8.10	2,902.10
Litigation	OR0808-109909	0.90	310.50
Litigation	OR0808-109948	0.80	276.00
Litigation	OR0808-109965	0.90	309.00
Litigation	OR0808-301001	35.10	5,888.80
Litigation	OR0808-301003	29.10	5,929.40
Litigation	OR0808-301004	4.40	1,402.50
Litigation	OR0808-301005	9.00	1,882.00
Litigation	OR0808-301006	2.00	690.00
Litigation	OR0808-301008	1.90	629.20
Litigation	OR0808-301009	2.00	603.10
Litigation	OR0808-301011	2.50	572.10
Litigation	OR0808-301012	11.80	2,211.00
Litigation	OR0808-301013	0.50	179.00
Litigation	OR0808-301014	6.50	1,730.80
Litigation	OR0808-301015	8.90	1,869.80
Litigation	OR0808-301016	6.30	2,173.50
Litigation	OR0808-301020	5.70	1,076.10
Litigation	OR0808-301021	21.70	5,213.30
Litigation	OR0808-301022	4.70	1,312.50
Litigation	OR0808-301023	23.40	4,826.60
Litigation	OR0808-301024	21.30	5,731.90
Litigation	OR0808-301025	0.30	44.70
Litigation	OR0808-301026	3.00	638.00
Litigation	OR0808-301027	8.00	1,890.40
Litigation	OR0808-301028	20.90	4,508.80
Litigation	OR0808-301029	8.60	1,999.80
Litigation	OR0808-301031	2.10	424.50
Litigation	OR0808-301032	1.30	314.10
Litigation	OR0808-301033	1.30	166.00
Litigation	OR0808-301034	10.80	2,489.60
Litigation	OR0808-301035	2.00	690.00

Compensation By Matter

Task Code	Matter Description	Total Billed Hours	Total Compensation
Litigation	OR0808-301036	2.00	690.00
Litigation	OR0808-301037	6.20	1,611.80
Litigation	OR0808-301038	2.30	619.50
Litigation	OR0808-301039	27.60	8,294.30
Litigation	OR0808-301040	1.40	177.80
Litigation	OR0808-301041	7.40	1,687.40
Litigation	OR0808-301042	5.60	1,242.30
Litigation	OR0808-301043	4.00	1,000.30
Litigation	OR0808-301044	0.70	156.10
Litigation	OR0808-301045	0.40	138.00
Litigation	OR0808-301047	28.90	7,687.40
Litigation	OR0808-301048	4.40	1,465.90
Litigation	OR0808-301049	3.50	945.10
Litigation	OR0808-301050	1.10	339.50
Litigation	OR0808-301051	3.50	1,449.40
Litigation	OR0808-301052	1.40	297.60
Litigation	OR0808-301053	1.00	335.40
Litigation	OR0808-301054	1.30	319.50
Litigation	OR0808-301055	0.50	143.00
Litigation	OR0808-301057	6.50	2,346.00
Litigation	OR0808-301058	0.90	310.50
Litigation	OR0808-301059	8.90	2,383.20
Litigation	OR0808-301060	8.20	2,279.00
Litigation	OR0808-301061	1.80	660.50
Litigation	OR0808-301062	0.50	72.50
Litigation	OR0808-301063	12.00	2,581.10
Litigation	OR0808-301064	10.10	1,876.80
Litigation	OR0808-301065	0.40	143.20
Litigation	OR0808-301066	0.10	14.50
Litigation	OR0808-301067	13.50	4,258.60
Litigation	OR0808-301069	1.10	368.50
Litigation	OR0808-301070	11.70	2,404.10
Litigation	OR0808-301071	1.70	337.10
Litigation	OR0808-301072	0.50	92.50
Litigation	OR0808-301073	32.60	7,149.20
Litigation	OR0808-301074	19.40	4,825.50
Litigation	OR0808-301075	14.60	3,374.50
Litigation	OR0808-301076	5.70	1,578.10
Litigation	OR0808-301080	24.80	4,631.80
Litigation	OR0808-301082	0.20	52.60
Litigation	OR0808-301086	21.00	4,817.60
Litigation	OR0808-301088	16.60	3,157.40
Litigation	OR0808-301089	4.40	1,133.60
Litigation	OR0808-301093	4.60	957.60
Litigation	OR0808-301095	0.20	0.00
Litigation	OR0808-301096	3.20	748.00
Litigation	OR0808-301097	3.20	769.00
Litigation	OR0808-301098	0.70	98.10
Litigation	OR0808-301099	0.20	64.60
Litigation	OR0808-301102	47.50	16,390.10
Litigation	OR0808-301105	0.60	149.60
Litigation	OR0808-301111	0.10	21.90
Litigation	OR0808-301120	2.10	380.10

Compensation By Matter

Task Code	Matter Description	Total Billed Hours	Total Compensation
Litigation	OR0808-301121	2.10	481.50
Litigation	OR0808-301122	0.40	127.00
Litigation	OR0808-301123	0.60	92.40
Litigation	OR0808-301124	7.50	2,008.60
Litigation	OR0808-301125	6.20	1,443.30
Litigation	OR0808-301126	2.40	508.60
Litigation	OR0808-301127	0.60	198.00
Litigation	OR0808-301128	0.40	143.20
Litigation	OR0808-301129	9.70	1,988.80
Litigation	OR0808-301130	87.70	25,171.30
Litigation	OR0808-301132	19.30	3,553.30
Litigation	OR0808-301133	13.90	1,950.00
Litigation	OR0808-301134	10.00	2,248.00
Litigation	OR0808-301135	11.50	2,202.10
Litigation	OR0808-301136	52.30	10,549.20
Litigation	OR0808-301137	3.90	1,102.00
Litigation	OR0808-301138	5.30	1,078.20
Litigation	OR0808-301139	38.60	7,291.80
Litigation	OR0808-301140	24.60	4,642.50
Litigation	OR0808-301141	1.60	251.00
Litigation	OR0808-301142	12.10	2,478.00
Litigation	OR0808-301143	3.80	1,183.50
Litigation	OR0808-301144	12.80	3,437.70
Litigation	OR0808-301145	7.20	1,577.40
Litigation	OR0808-301146	28.20	8,118.70
Litigation	OR0808-301147	7.60	1,608.80
Litigation	OR0808-301148	5.40	997.80
Litigation	OR0808-301149	4.50	821.00
Litigation	OR0808-301150	10.20	1,779.80
Litigation	OR0808-301151	22.00	4,997.10
Litigation	OR0808-301152	20.30	4,249.50
Litigation	OR0808-301153	6.60	1,196.50
Litigation	OR0808-301154	12.20	2,128.00
Litigation	OR0808-301155	6.20	2,139.00
Litigation	OR0808-301156	8.10	1,698.20
Litigation	OR0808-301157	30.80	6,276.70
Litigation	OR0808-301158	11.40	2,154.00
Litigation	OR0808-301159	23.10	4,965.90
Litigation	OR0808-301160	7.30	1,534.10
Litigation	OR0808-301161	12.70	3,218.60
Litigation	OR0808-301162	9.60	2,159.90
Litigation	OR0808-301163	22.30	4,404.00
Litigation	OR0808-301164	3.50	612.70
Litigation	OR0808-301165	75.00	23,091.40
Litigation	OR0808-301166	6.10	1,431.80
Litigation	OR0808-301167	6.50	1,497.00
Litigation	OR0808-301168	13.10	2,301.30
Litigation	OR0808-301169	0.90	233.90
Litigation	OR0808-301170	42.00	8,879.40
Litigation	OR0808-301171	46.50	11,814.70
Litigation	OR0808-301172	10.80	2,252.00
Litigation	OR0808-301173	11.90	2,886.60
Litigation	OR0808-301174	23.30	4,501.00

Compensation By Matter

Task Code	Matter Description	Total Billed Hours	Total Compensation
Litigation	OR0808-301175	57.80	12,374.60
Litigation	OR0808-301176	24.80	5,260.60
Litigation	OR0808-301177	36.20	7,589.30
Litigation	OR0808-301178	11.70	1,949.10
Litigation	OR0808-301179	21.40	4,041.50
Litigation	OR0808-301180	23.50	6,827.50
Litigation	OR0808-301181	4.30	401.90
Litigation	OR0808-301182	12.80	2,358.30
Litigation	OR0808-301183	4.50	874.50
Litigation	OR0808-301184	5.00	1,349.30
Litigation	OR0808-301185	9.50	1,479.30
Litigation	OR0808-301186	126.70	38,268.90
Litigation	OR0808-301187	4.30	942.70
Litigation	OR0808-301188	7.50	1,240.60
Litigation	OR0808-301189	6.80	873.20
Litigation	OR0808-301190	13.90	2,962.00
Litigation	OR0808-301191	10.40	2,114.00
Litigation	OR0808-301192	51.60	10,171.80
Litigation	OR0808-301193	8.10	1,772.70
Litigation	OR0808-301194	3.40	367.80
Litigation	OR0808-301195	3.40	776.20
Litigation	OR0808-301196	4.60	1,587.00
Litigation	OR0808-301197	18.10	3,497.80
Litigation	OR0808-301198	11.50	2,285.00
Litigation	OR0808-301199	12.90	4,386.10
Litigation	OR0808-301200	43.50	10,552.60
Litigation	OR0808-301201	3.50	1,207.50
Litigation	OR0808-301202	6.10	1,132.10
Litigation	OR0808-301203	2.60	559.40
Litigation	OR0808-301204	26.40	5,776.50
Litigation	OR0808-301205	30.90	5,713.80
Litigation	OR0808-301206	60.10	21,249.20
Litigation	OR0808-301207	25.10	4,641.90
Litigation	OR0808-301208	5.20	567.70
Litigation	OR0808-301209	3.10	578.90
Litigation	OR0808-301210	19.10	6,137.40
Litigation	OR0808-301211	5.20	627.00
Litigation	OR0808-301212	6.10	886.40
Litigation	OR0808-301213	0.50	66.70
Litigation	OR0808-301214	3.80	440.30
Litigation	OR0808-301215	2.30	470.30
Litigation	OR0808-301216	19.40	3,413.20
Litigation	OR0808-301217	2.40	256.20
Litigation	OR0808-301218	19.50	3,733.50
Litigation	OR0808-301219	6.90	1,728.90
Litigation	OR0808-301220	23.40	4,365.10
Litigation	OR0808-301221	0.40	47.00
Litigation	OR0808-301223	3.00	310.80
Litigation	OR0808-301224	0.60	86.40
Litigation	OR0808-301225	5.20	774.80
Litigation	OR0808-301226	8.50	1,640.10
Litigation	OR0808-301227	0.40	47.00
Litigation	OR0808-301228	2.80	292.60

Compensation By Matter

Task Code	Matter Description	Total Billed Hours	Total Compensation
Litigation	0R0808-301229	5.00	1,330.00
Litigation	0R0808-301230	2.80	932.40
Litigation	0R0808-301231	2.60	257.80
Litigation	0R0808-301232	9.60	2,685.50
Litigation	0R0808-301233	2.00	219.80
Litigation	0R0808-301234	5.30	1,067.90
Litigation	0R0808-301235	7.10	1,390.10
Litigation	0R0808-301236	3.20	660.80
Litigation	0R0808-301237	38.30	6,800.10
Litigation	0R0808-301238	4.80	930.20
Litigation	0R0808-301239	8.60	1,299.80
Litigation	0R0808-301240	7.70	1,575.30
Litigation	0R0808-301241	4.20	791.90
Litigation	0R0808-301242	0.80	152.00
Litigation	0R0808-301753	3.60	773.60
Litigation	0r0808-301763	13.30	3,760.60
Litigation	0R0808-301786	48.10	9,845.70
Litigation	0R0808-301903	23.40	5,872.60
Litigation	0R0809-301001	3.70	625.30
Litigation	0R0809-301002	5.80	1,241.50
Litigation	0R0809-301003	14.90	3,453.80
Litigation	0R0809-301004	6.20	1,323.10
Litigation	0R0809-301006	9.90	2,978.70
Litigation	0R0809-301007	6.60	1,178.00
Litigation	0R0809-301008	0.70	188.80
Litigation	0R0809-301009	13.00	2,830.80
Litigation	0R0809-301010	12.30	3,167.00
<b>Total for Code:Litigation</b>		<b>5,642.90</b>	<b>1,321,792.30</b>
<b>Total:</b>		<b>13,480.00</b>	<b>3,521,315.65</b>

**EXHIBIT C**  
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**BRADLEY ARANT BOULT CUMMINGS LLP ON BEHALF OF THE DEBTORS FOR THE PERIOD**  
**MAY 14, 2012 THROUGH AUGUST 31, 2012**

Name of Professional Individual	Department and Licensure		Hourly Rate	Total Hours Billed	Total Compensation
<b>Partner</b>					
Adams, Scott	TAX, TRUSTS & ESTATES	2000	\$ 310	0.70	217.00
Allen, Wendell	LITIGATION-GENERAL	1998	\$ 345	373.10	129,168.00
Allen, Wendell*	LITIGATION-GENERAL	1998	\$ 405	4.30	1,741.50
Ayers, Marc J.	LITIGATION-GENERAL	1998	\$ 297	212.90	63,350.10
Bender, Jay R.	BANKRUPTCY	1993	\$ 372	201.60	74,995.20
Boshell, Paige M.	BANKING AND FINANCIAL SERVICES	1992	\$ 345	111.40	39,985.50
Brown, T. Michael	ENVIRONMENTAL	1989	\$ 371	14.90	5,581.10
Brown, T. Michael*	ENVIRONMENTAL	1989	\$ 410	5.10	2,091.00
Campbell, Robert	LITIGATION-GENERAL	1998	\$ 293	12.70	3,721.10
Cannon, Hope	LITIGATION-GENERAL	1999	\$ 315	180.80	57,204.00
Cargile, Ann	REAL ESTATE	1986	\$ 380	168.90	64,182.00
Carroll, Phillip J.	LITIGATION-GENERAL	1988	\$ 358	7.30	3,078.80
Compton, Jr., J. Paul	BANKING AND FINANCIAL SERVICES	1989	\$ 390	51.30	21,060.00
Cox, Stewart M.	LITIGATION-GENERAL	1987	\$ 358	3.60	1,288.80
Darby, J. Patrick	BANKRUPTCY	1989	\$ 420	0.50	210.00
Dresher, J. David	BANKING AND FINANCIAL SERVICES	1983	\$ 389	25.50	9,919.50
Eady, Hall	LITIGATION-GENERAL	2004	\$ 266	152.30	40,511.80
Eady, Hall*	LITIGATION-GENERAL	2004	\$ 295	16.80	4,954.25
Frechtel, Eric A.	CONSTRUCTION/PROCUREMENT	1996	\$ 358	137.70	49,368.20
Friedman, Linda A.	COMPETITIVE PRACTICES/IP	1976	\$ 393	0.50	196.50
Gerhardt, Graham W.	LITIGATION-GENERAL	2004	\$ 263	132.70	34,981.70
Glenos, N. Christian	BANKRUPTCY	1994	\$ 405	1.30	526.50
Glover, Glenn E.	BANKRUPTCY	2000	\$ 335	60.70	20,468.50
Golden, Daniel P.	WHITE COLLAR PRACTICE GROUP	2002	\$ 354	14.50	5,133.00
Griffin, Michael C.	LITIGATION-GENERAL	2000	\$ 323	265.00	85,569.70
Hampton, Amy D.	LITIGATION-GENERAL	2000	\$ 306	0.80	244.80
Hancock, Christian W.	LITIGATION-GENERAL	2001	\$ 330	618.20	204,270.00
Hancock, Christian W.*	LITIGATION-GENERAL	2001	\$ 375	0.70	262.50
Hawkins, Christopher L.	BANKRUPTCY	1999	\$ 345	283.00	97,726.00
Hirsch, Emil	LITIGATION-GENERAL	1976	\$ 450	4.80	2,160.00
Howard, Gary L.	LITIGATION-GENERAL	2003	\$ 333	0.70	233.10
Howard, Ty	WHITE COLLAR PRACTICE GROUP	2000	\$ 340	0.30	102.00
Humbracht, Rick	LITIGATION-GENERAL	1971	\$ 380	6.50	2,470.00
Knapp, Michael W.	CONSTRUCTION/PROCUREMENT	1995	\$ 360	43.80	15,552.00
Knapp, Michael W.*	CONSTRUCTION/PROCUREMENT	1995	\$ 410	3.80	1,558.00
Lumsden, Dana C.	LITIGATION-GENERAL	1995	\$ 376	166.90	62,754.40
Maddox, Robert R.	LITIGATION-GENERAL	2000	\$ 345	635.80	219,351.00
Marshall, Greg	WHITE COLLAR PRACTICE GROUP	1993	\$ 475	0.60	285.00
McMullen, Austin L.	BANKRUPTCY	2000	\$ 301	0.90	270.90
Minor, J. Douglas	LITIGATION-GENERAL	1995	\$ 336	189.70	63,739.20
Morgan, Mary C.	LITIGATION-GENERAL	2003	\$ 284	1.30	369.20
Norton, William L.	BANKRUPTCY	1982	\$ 420	18.40	7,938.00
O'Dell, D. Brian	LITIGATION-GENERAL	1998	\$ 345	325.60	112,332.00
Owen, John David	LITIGATION-GENERAL	2000	\$ 293	3.00	879.00
Pennington, Michael R.	LITIGATION-GENERAL	1985	\$ 424	11.20	4,748.80
Pharr, David K.	LITIGATION-GENERAL	1997	\$ 323	3.90	1,259.70
Rose, Jonathan	LITIGATION-GENERAL	2000	\$ 293	52.00	15,236.00
Roth, David E.	ENVIRONMENTAL	1995	\$ 360	14.20	5,112.00
Roth, David E.*	ENVIRONMENTAL	1995	\$ 410	5.30	2,173.00
Selden, Jack W.	WHITE COLLAR PRACTICE GROUP	1981	\$ 415	1.60	664.00
Smith T, John	LITIGATION-GENERAL	1992	\$ 345	75.10	25,978.50

\* Hourly rate on REO-matters

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**BRADLEY ARANT BOULT CUMMINGS LLP ON BEHALF OF THE DEBTORS FOR THE PERIOD**  
**MAY 14, 2012 THROUGH AUGUST 31, 2012**

Name of Professional Individual	Department and Licensure		Hourly Rate	Total Hours Billed	Total Compensation
Smith, Brooks R.	REAL ESTATE	1996	\$ 341	2.20	750.20
Smith, Eric	LITIGATION-GENERAL	2001	\$ 266	18.30	5,000.80
Smith, Scott B.	LITIGATION-GENERAL	1997	\$ 355	1.20	426.00
Thorsen, Christopher E.	LITIGATION-GENERAL	2000	\$ 293	121.40	35,570.20
Tidmore, Ethan	LITIGATION-GENERAL	2003	\$ 280	2.20	616.00
Trant, Sid J.	ENVIRONMENTAL	1986	\$ 415	1.20	498.00
Vinson, Jr., Laurence D.	BANKING AND FINANCIAL SERVICES	1973	\$ 406	42.30	17,173.80
Wahl, Brian	LITIGATION-GENERAL	2000	\$ 320	282.30	89,872.50
Watson, John D.	LITIGATION-GENERAL	1983	\$ 341	0.50	170.50
Wiginton, Christopher	BANKING AND FINANCIAL SERVICES	1999	\$ 315	84.90	26,743.50
Wyatt, Kenneth T.	BANKING AND FINANCIAL SERVICES	1988	\$ 383	45.30	17,366.00
<b>Counsel</b>					
DeRamus, Lesley Smith	BANKING AND FINANCIAL SERVICES	1989	\$ 350	204.60	71,610.00
<b>Senior Attorney</b>					
Lovoy, Elena	BANKING AND FINANCIAL SERVICES	1987	\$ 337	139.80	47,112.60
<b>Gov. Specialist</b>					
Stewart, J.Davis	GOVERNMENTAL AFFAIRS		\$ 340	1.50	510.00
<b>EDiscovery Dir.</b>					
Deusner, P.David	LITIGATION-GENERAL	2002	\$ 267	1.80	480.60
<b>Associate</b>					
Anderson, Keith S.	LITIGATION-GENERAL	2004	\$ 223	177.70	40,159.60
Anderson, Keith S.*	LITIGATION-GENERAL	2004	\$ 280	19.60	5,488.00
Averitt, Anne	LITIGATION-GENERAL	2011	\$ 184	61.20	11,481.60
Avery, C. Jason	REAL ESTATE	2006	\$ 210	313.40	65,814.00
Avery, C. Jason*	REAL ESTATE	2006	\$ 265	76.90	20,378.50
Bailey, James	BANKRUPTCY	2010	\$ 190	28.30	5,642.00
Bailey, James*	BANKRUPTCY	2010	\$ 230	0.50	115.00
Blossom, Rashad L.	BANKRUPTCY	2005	\$ 266	109.90	29,366.40
Burnette, R. Kane	CORPORATE & SECURITIES	2009	\$ 195	38.00	7,410.00
Burton, Melissa	LITIGATION-GENERAL	2007	\$ 240	70.60	17,064.00
Bushby, Jason R.	LITIGATION-GENERAL	2006	\$ 228	79.90	18,217.20
Chastain, Aaron	LITIGATION-GENERAL	2010	\$ 193	84.30	16,269.90
Cobb, Jonathan	CONSTRUCTION/PROCUREMENT	2009	\$ 195	21.20	4,157.50
Cobb, Jonathan*	CONSTRUCTION/PROCUREMENT	2009	\$ 235	2.60	611.00
Combest, Chandler	BANKING AND FINANCIAL SERVICES	2010	\$ 190	151.40	28,766.00
Craft, Anna	LITIGATION-GENERAL	2011	\$ 190	0.80	152.00
Dugan, Alex	BANKRUPTCY	2011	\$ 185	2.50	462.50
Eason, Joycelyn J.	LITIGATION-GENERAL	2008	\$ 197	317.40	64,835.30
Fleming, Leigh Anne	LITIGATION-GENERAL	2003	\$ 232	12.00	2,784.00
Gilley, Lee	LITIGATION-GENERAL	2011	\$ 185	193.20	35,816.00
Gilley, Lee*	LITIGATION-GENERAL	2011	\$ 220	28.60	6,292.00
Goodsell, Blake	LITIGATION-GENERAL	2010	\$ 190	187.10	36,432.00
Griffin, Jr., T. Parker	BANKRUPTCY	2008	\$ 200	16.90	3,380.00
Hamrick, Elizabeth	LITIGATION-GENERAL	2002	\$ 290	14.30	4,234.00
Henderson, Jennifer H.	BANKRUPTCY	2004	\$ 249	3.20	796.80
Hendrix, W. Justin	CORPORATE & SECURITIES	2009	\$ 215	12.80	2,752.00
Hightower, Ashlee	LITIGATION-GENERAL	2011	\$ 185	132.30	25,770.50
Hill, Rudy	LITIGATION-GENERAL	2011	\$ 220	61.50	13,530.00

\* Hourly rate on REO-matters



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**MAY 14, 2012 THROUGH AUGUST 31, 2012**

Name of Professional Individual	Department and Licensure		Hourly Rate	Total Hours Billed	Total Compensation
Hooks, Jonathan M.	LITIGATION-GENERAL	2003	\$ 241	159.00	38,415.40
Johnson, Josh	BANKRUPTCY	2008	\$ 200	3.50	700.00
Jones, Jessica L.	LITIGATION-GENERAL	2009	\$ 193	103.10	19,936.90
Jumper, Johanna	REAL ESTATE	2004	\$ 232	16.40	3,804.80
Kahlon, Aman S.	CONSTRUCTION/PROCUREMENT	2009	\$ 195	49.30	9,613.50
Key, Riley	LITIGATION-GENERAL	2011	\$ 185	155.70	29,008.50
Laird, Sarah	REAL ESTATE	2008	\$ 200	3.50	700.00
Lynch, Thomas Ryan	CONSTRUCTION/PROCUREMENT	2006	\$ 293	19.30	5,641.70
Melius, Molly	ENVIRONMENTAL	2010	\$ 190	37.70	7,163.00
Menees, Cory S.	LITIGATION-GENERAL	2007	\$ 300	309.50	94,281.00
Miller, Cam	LITIGATION-GENERAL	2011	\$ 185	12.70	2,383.50
Mitchell, Elizabeth B.	LITIGATION-GENERAL	2005	\$ 219	31.50	6,898.50
Neel, Preston H.	LITIGATION-GENERAL	2008	\$ 200	295.70	59,540.00
Patterson, Jon H.	LITIGATION-GENERAL	2003	\$ 245	164.90	40,669.00
Petrov, Vesco*	CONSTRUCTION/PROCUREMENT	2010	\$ 230	1.50	345.00
Phelps, Ann	LITIGATION-GENERAL	2011	\$ 185	20.40	3,774.00
Phillips, Joshua J.	LITIGATION-GENERAL	2006	\$ 250	33.10	8,275.00
Pozefsky, Steven A.	CONSTRUCTION/PROCUREMENT	1999	\$ 323	36.70	11,854.10
Premo, Grant	LITIGATION-GENERAL	2011	\$ 185	43.30	8,018.50
Presley, Ellen	LITIGATION-GENERAL	2011	\$ 220	15.60	3,432.00
Raja, Nader	LITIGATION-GENERAL	2010	\$ 280	277.80	78,176.00
Rhodes, Lewis	CONSTRUCTION/PROCUREMENT	2005	\$ 263	2.10	671.00
Robichaux, Ryan	GOVERNMENTAL AFFAIRS	2009	\$ 215	36.90	7,933.50
Saltaformaggio, Erin	LITIGATION-GENERAL	2011	\$ 185	16.30	3,015.50
Sauer, Edmund	LITIGATION-GENERAL	2004	\$ 275	0.40	110.00
Segall, Quindal C.	CORPORATE & SECURITIES	2006	\$ 210	3.60	756.00
Shields O'Beirne, Kathleen R.	LITIGATION-GENERAL	1997	\$ 210	41.00	8,610.00
Sibley, Jessica	LITIGATION-GENERAL	2007	\$ 254	34.90	8,864.60
Simmons, Avery	LITIGATION-GENERAL	2009	\$ 249	493.00	123,080.70
Solomon, Sean	BANKRUPTCY	2012	\$ 190	4.80	925.00
Spainhour, Fritz	LITIGATION-GENERAL	2011	\$ 205	1.70	348.50
Spero, Frankie	LITIGATION-GENERAL	2010	\$ 210	3.70	777.00
Sullivan, Erin	WHITE COLLAR PRACTICE GROUP	2000	\$ 240	3.90	936.00
Suttle Weinert, Katherine M.	LITIGATION-GENERAL	2005	\$ 236	101.20	23,883.20
Taylor, Ann T.	LITIGATION-GENERAL	2006	\$ 228	0.60	136.80
Thomas, D. Bryan	CONSTRUCTION/PROCUREMENT	2008	\$ 206	1.70	350.20
Thomas, D. Bryan*	CONSTRUCTION/PROCUREMENT	2008	\$ 255	11.10	2,830.50
Thomason, Michael	CORPORATE & SECURITIES	2005	\$ 210	15.70	3,297.00
Todd, C. Samuel	CORPORATE & SECURITIES	2008	\$ 200	25.70	5,140.00
Vann, Richard	LITIGATION-GENERAL	2011	\$ 220	15.10	3,762.00
Vega, Jose D.	LITIGATION-GENERAL	2007	\$ 219	246.70	54,436.90
Vega, Jose D.*	LITIGATION-GENERAL	2007	\$ 275	1.70	467.50
Voelker, Nicholas J.	LITIGATION-GENERAL	2006	\$ 258	106.30	27,429.00
Walker, Michael	LITIGATION-GENERAL	2004	\$ 236	1.40	330.40
Warmoth, James	CONSTRUCTION/PROCUREMENT	2010	\$ 241	62.90	15,158.90
Whitney Davie, Caitlyn	CORPORATE & SECURITIES	2011	\$ 205	1.90	389.50
Wierman, Mark S.	LITIGATION-GENERAL	2007	\$ 254	228.90	58,140.60
Wilcox, Kristi	LITIGATION-GENERAL	2011	\$ 185	27.90	5,402.00
Wilson, Monica	CONSTRUCTION/PROCUREMENT	2010	\$ 263	182.80	48,593.50
Wright, Heather H.	LITIGATION-GENERAL	2002	\$ 263	28.50	7,495.50
Wright, Jay	LITIGATION-GENERAL	2010	\$ 190	249.90	47,481.00

\* Hourly rate on REO-matters

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Name of Professional Individual	Department and Licensure	Hourly Rate	Total Hours Billed	Total Compensation
<b>Paralegal</b>				
Benson, Robert B.	LITIGATION-GENERAL	\$ 149	123.40	18,565.40
Burke, Allison B.	LITIGATION-GENERAL	\$ 150	145.20	21,810.00
Cockrell, Alecia H.	LITIGATION-GENERAL	\$ 145	226.00	32,843.00
Cockrell, Alecia H.*	LITIGATION-GENERAL	\$ 170	1.10	187.00
Eaton, Elizabeth B.	LITIGATION-GENERAL	\$ 145	20.90	3,044.50
Ezell, Karalia	LITIGATION-GENERAL	\$ 150	34.20	5,130.00
Hammons, Ronice F.	LITIGATION-GENERAL	\$ 149	3.30	491.70
Keane, Kerry	LITIGATION-GENERAL	\$ 91	226.50	21,311.50
Kirsch, Kimberly A.	BANKRUPTCY	\$ 149	6.90	1,028.10
Kish, Lucinda	LITIGATION-GENERAL	\$ 65	83.00	5,427.50
Mathews, Jamie	LITIGATION-GENERAL	\$ 145	151.10	21,909.50
Nix, Niki	LITIGATION-GENERAL	\$ 135	58.90	7,951.50
Palmer, Melisa P.	LITIGATION-GENERAL	\$ 149	272.80	40,685.70
Palmer, Melisa P.*	LITIGATION-GENERAL	\$ 180	0.10	18.00
Palmer, Molly M.	LITIGATION-GENERAL	\$ 149	86.50	12,888.50
Powell, Emily	LITIGATION-GENERAL	\$ 150	175.20	27,387.50
Thompson, Andrew	LITIGATION-GENERAL	\$ 131	4.30	562.80
Thompson, Melanie	LITIGATION-GENERAL	\$ 150	70.50	10,635.00
Thompson, Melanie	LITIGATION-GENERAL	\$ 170	1.80	306.00
Vest, Catherine A.	LITIGATION-GENERAL	\$ 145	1.20	174.00
<b>Lit. Support</b>				
Cooper, Jennifer	LITIGATION-GENERAL	\$ 162	1.00	162.00
Yarborough, Harvey	LITIGATION-GENERAL	\$ 166	26.50	4,399.00
<b>Litigation Asst</b>				
Cooper, Chad L.	LITIGATION-GENERAL	\$ 100	6.00	600.00
<b>Research</b>				
Hudson, Robert	ADMINISTRATION - LIBRARIAN	\$ 83	7.70	688.90
Ivie, Julie	ADMINISTRATION - LIBRARIAN	\$ 175	0.40	70.00
Martin, Lori D.	ADMINISTRATION - LIBRARIAN	\$ 210	0.70	147.00
<b>Other</b>				
Scurlock, Dottie	REAL ESTATE	\$ 150	0.50	75.00
<b>Law Clerk</b>				
Bowness, Matthew	OTHER/LAW CLERKS, ETC.	\$ 175	13.00	2,275.00
Clodfelter, Catherine	OTHER/LAW CLERKS, ETC.	\$ 225	19.40	4,365.00
Corbin, Bethany	OTHER/LAW CLERKS, ETC.	\$ 225	45.90	10,327.50
Feltham, Daniel	OTHER/LAW CLERKS, ETC.	\$ 175	23.50	4,112.50
London, Mitchell	OTHER/LAW CLERKS, ETC.	\$ 175	8.10	1,417.50
Marron, Michele	OTHER/LAW CLERKS, ETC.	\$ 185	41.00	7,585.00
Patterson, Bradford	OTHER/LAW CLERKS, ETC.	\$ 175	8.50	1,487.50
Robinson, Hunter	OTHER/LAW CLERKS, ETC.	\$ 175	17.90	3,132.50
Speegle, Clinton	OTHER/LAW CLERKS, ETC.	\$ 185	29.00	5,365.00
Waddell, Spencer	OTHER/LAW CLERKS, ETC.		3.70	0.00
<b>Total</b>			<b>13,480.00</b>	<b>3,521,200.65</b>
<b>Total Blended Hourly Rate (including paralegals and support staff)</b>		\$ 256		
<b>Total Blended Hourly Rate (Attorneys only)</b>		\$ 281		

\* Hourly rate on REO-matters

**EXHIBIT D**

**SUMMARY OF EXPENSES INCURRED BY BRADLEY ARANT BOULT CUMMINGS LLP  
ON BEHALF OF THE DEBTORS FOR THE PERIOD  
MAY 14, 2012 THROUGH AUGUST 31, 2012**

<b><u>Expense Category</u></b>	<b><u>Amount</u></b>
Copy Charges	-\$6.10
Copy Charges - OUTSIDE SOURCES	\$1,625.51
Postage Charges	\$2.25
Filing Fees	\$10,968.44
Recording Fees	\$193.00
Certified Copies	\$32.00
Court Costs - Pleadings	\$10,557.46
Court Reporter Charges	\$4,959.60
Transcript Charges	\$673.38
Messenger/Delivery Charges	\$1,251.18
Airline Tickets	\$56,315.25
Travel Expense	\$48,072.02
Meal Expense	\$9,566.53
Professional Consultant Services	\$720.00
Miscellaneous Expense	\$8.00
Express Mail/Fedex	\$68.78
UPS	\$564.60
Certificate of Good Standing	\$5.00
Research Fee	\$179.78
Computerized Legal Research-Westlaw	\$0.00
BINDING	\$67.50
Mediation Fee	\$500.00
FED DOCKET SERV-PACER	\$275.50
Local Counsel Fees	\$9,052.98
Title Search Fee	\$1,844.60
Ready Conference	\$183.70
Cell phone charges, texting, insurance	\$1.45
<b>Total</b>	<b>\$157,682.41</b>